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Dept. of Commerce Div. of Securities

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Attorneys for Respondents Elan Sassoon,
Jason Goldberg and Skyline Entertainment, Inc.

**DIVISION OF SECURITIES DEPARTMENT OF COMMERCE
STATE OF UTAH**

IN THE MATTER OF:	:	DECLARATION OF
SKYLINE ENTERTAINMENT FINANCING	:	ELAN SASSOON
IV, INC., SKYLINE ENTERTAINMENT,	:	
BRIAN BYER, ELAN SASSOON, JASON	:	Case No. 970076
GOLDBERG, ROBERT O'BRIEN,	:	
DOUGLAS A. RAWLINGS, and CHRIS	:	
RAWLINGS,	:	
	:	
Respondents.	:	

I, ELAN SASSOON, declare and state as follows:

1. I am a resident of Miami, Florida, and am providing this declaration in support of the motion to set aside the default Cease and Desist Order entered on March 19, 1998 as to Jason Goldberg, Skyline Entertainment, Inc. and myself. I have personal knowledge of the matters set forth below and if called to testify thereto I could and would so testify.

2. I am the founder of respondent Skyline Entertainment, Inc. (incorrectly identified as Skyline Entertainment in the Cease and Desist Order), which was formed to produce motion pictures. Jason Goldberg and I were co-owners of Skyline Entertainment, Inc. We are also co-owners of Sassoon/Goldberg Productions, LLC., a production company.

3. At all times, Skyline Entertainment Financing IV, Inc. was a separate entity from Skyline Entertainment, Inc., and was not owned, controlled or operated by me, Jason Goldberg or Skyline Entertainment, Inc. Skyline Entertainment, Inc, Jason Goldberg and I were never involved in the offering, marketing, or sale of stock in Skyline Entertainment Financing IV, Inc. Further, Skyline Entertainment, Inc. has never offered, marketed or sold stock of its own, or of any other company.

4. On or about October 15, 1997, Skyline Entertainment, Inc. entered into a financing agreement ("Financing Agreement") with Skyline Entertainment Financing IV, Inc. whereby Skyline Entertainment Financing IV, Inc. was to provide Skyline Entertainment, Inc. up to \$2.4 million towards the development and production of films then-entitled "Lunchtime Special," "Love Lies Bleeding," and "Great Jones Street," and development of up to two other projects. A true and correct copy of the Financing Agreement is attached hereto as Exhibit "D."

5. Skyline Entertainment Financing IV, Inc. failed to honor its agreement, and Skyline Entertainment, Inc.'s business relationship with Skyline Entertainment Financing IV, Inc. was terminated in or about June/July of 1998.

6. Through our production companies, Sassoon/Goldberg Productions and Skyline Entertainment, Inc., Jason Goldberg and I produced motion pictures. Jason Goldberg and I produced seven films prior to Skyline Entertainment, Inc. executing the financing agreement with Skyline Entertainment Financing IV, Inc. on October 15, 1997. Such films included films chosen for competition at the Sundance and Cannes film festivals.

7. In connection with the Financing Agreement, and despite Skyline Entertainment Financing IV, Inc.'s failure to perform, "Lunchtime Special" and "Love Lies Bleeding" were produced. "Great Jones Street" was not.

8. I have left the film production business, and Skyline Entertainment, Inc. has ceased business as of September/October of 1998. I am now pursuing other business opportunities, none of which involve the sale or marketing of securities.

9. On or about February 2, 1998, I received a copy of the Division of Securities of the Utah State Department of Commerce's Emergency Cease and Desist Order issued on January 28, 1998. I sent (via facsimile) a copy of that order to Chris Rawlings of Skyline Entertainment Financing IV, Inc., to inquire as to the allegations stated therein. A true and correct copy of that facsimile letter to Chris Rawlings on February 2, 1998 is attached hereto as Exhibit "E."

10. On February 2, 1998, Chris Rawlings and the attorney retained by Skyline Entertainment Financing IV, Inc. called me to state that the counsel would appear at the scheduled hearing on February 26, 1998, and that he would inform the Division of Securities that Jason Goldberg, Skyline Entertainment, Inc. and I were not involved in the allegations raised by Division of Securities in that order.

11. I was not aware that a default Cease and Desist Order was entered on March 19, 1998, or that no one had appeared in response to the Emergency Cease and Desist Order, until February/March of 1999, when my newly-retained legal counsel (Wehner and Perlman LLP) investigated the records in the Division of Securities, and discovered the default Order as to Jason Goldberg, Skyline Entertainment, Inc. and myself (as well as other respondents).

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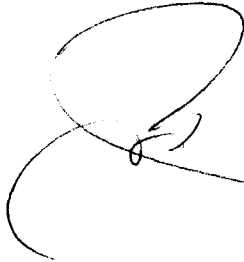
12. Any representations made by Brian Byer, Robert O'Brien, Douglas Rawlings and/or Chris Rawlings (either orally or in offering materials created and distributed by them) are not attributable to me because they had no authorization to act on my (or Skyline Entertainment, Inc.'s) behalf.

I hereby declare under penalty of perjury under the laws of the State of Utah that the foregoing is true and correct.

Executed this 4th day of June, 1999, at Miami, Florida.


Elan Sassoon

*FL Dh# S230 102 70 0170
DOB 01/17/70*





Susan E. Dusing
MY COMMISSION # CC752869 EXPIRES
October 20, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF SERVICE

I hereby certify that on this 21st day of June, 1999, I caused a true and correct copy of the foregoing **DECLARATION OF ELAN SASSOON** to be mailed through United States mail, postage prepaid, to the following:

David H. T. Wayment, Esq.
Department of Commerce
160 East 300 South, 2nd Floor
Salt Lake City, Utah 84111

R. Paul Allred, Esq.
Attorney General's Office
160 East 300 South, Suite 600
Salt Lake City, Utah 84114

A handwritten signature in cursive script, appearing to read "Sandra Haysel", is written over a horizontal line.